BINGHAM

Jean. L. Kiddoo Tel: (202) 373-6000 Fax: (202) 373-6001 jean.kiddoo@bingham.com

REDACTED - FOR PUBLIC INSPECTION

May 29, 2012

VIA ELECTRONIC FILING AND HAND DELIVERY

Marlene H. Dortch Secretary Federal Communications Commission 445 Twelfth Street, S.W. Washington, DC 20554

Re: WT Docket No. 12-4

Dear Ms. Dortch:

On behalf of T-Mobile USA, Inc. ("T-Mobile"), and pursuant to Section 1.1206 of the Commission's Rules, 47 C.F.R. § 1.1206, this is to provide two (2) copies of a redacted summary of an *ex parte* telephone call on May 24, 2012, in connection with WT Docket No. 12-4. The call was attended by Kathleen O'Brien Ham, Vice President, Federal Regulatory Affairs, Steve B. Sharkey, Director, Federal Regulatory Affairs and Chief, Engineering and Technology Policy, and Dave Mayo, Senior Vice President, Technology, of T-Mobile, and the undersigned (together, the "T-Mobile Participants"). The T-Mobile Participants talked with Paul LaFontaine, Joel Rabinovitz, Eric Ralph, Marius Schwartz, Joel Taubenblatt, and Peter Trachtenberg (together, the "FCC Participants"). The purpose of the call, which was held at the request of Commission Staff, was to respond to FCC Participants' questions in connection with the above-referenced docket.

The questions directed to T-Mobile by the FCC Participants pertained to Highly Confidential business information pertaining to T-Mobile's current network and strategic plans, including current contracts, costs, technology implementation and deployment plans and strategies, and facilities. The attached summary of the matters discussed on the call is therefore being submitted pursuant to the Second Protective Order dated January 17, 2012 (DA 12-51), and in particular

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Bingham McCutchen LLP 2020 K Street NW Washington, DC 20006-1806

> T +1.202.373.6000 F +1.202.373.6001 bingham.com

Ms. Marlene H. Dortch May 29, 2012 Page 2

paragraphs 1, 3, 4, and 8 of Appendix A of that Order. In accordance with the Second Protective Order, all pages of this filing are marked "REDACTED - FOR PUBLIC INSPECTION."

Should you have any questions concerning this matter, please do not hesitate to contact me.

Respectfully submitted,

/s/ Jean L. Kiddoo

Jean L. Kiddoo Counsel to T-Mobile USA, Inc.

Attachment

cc (w/Att.):

Sandra Danner

Rick Kaplan

Paul LaFontaine

Paul Murray Tom Peters Joel Rabinovitz Eric Ralph

Jim Schlichting Susan Singer

Marius Schwartz Joel Taubenblatt

Peter Trachtenberg

¹ Applications of Cell co Partnership d/b/a Verizon Wireless, Cox TMI Wireless and SpectrumCo LLC for Consent to Assign Licenses, WT Docket No. 12-4, Second Protective Order, DA 12-51 (rel. Jan. 17, 2012) ("Second Protective Order").

T-MOBILE USA, INC. RESPONSES TO FCC STAFF QUESTIONS May 24, 2012

1. T-MOBILE BACKHAUL ARRANGEMENTS.



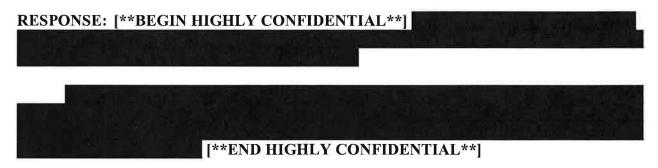
2. T-MOBILE RELIANCE ON CABLE COMPANIES FOR BACKHAUL.

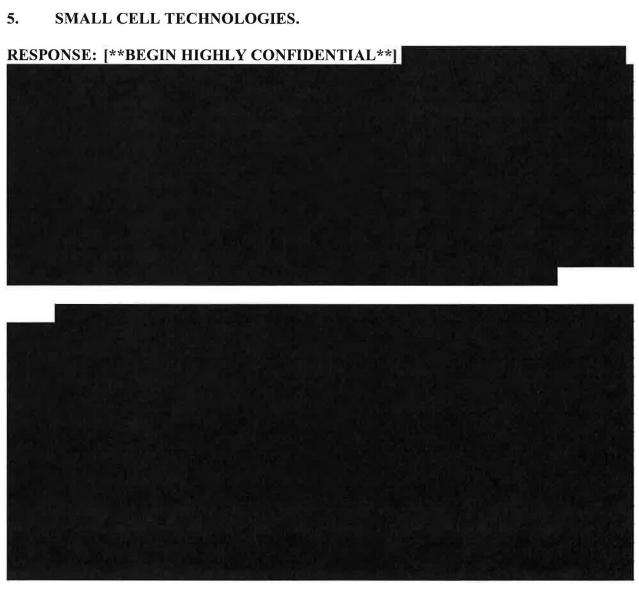


3. EFFECT OF CABLE COMPANY BACKHAUL ON BACKHAUL PRICES.



4. T-MOBILE BACKHAUL COSTS PER SUBSCRIBER AND AS A PERCENTAGE OF TOTAL OPERATING COSTS.





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[**END HIGHLY CONFIDENTIAL**] 6. WI-FI AS A CAPACITY OFFLOAD. RESPONSE: [**BEGIN HIGHLY CONFIDENTIAL**] [**END

HIGHLY CONFIDENTIAL**]